

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
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**ORDER, PURSUANT TO SECTIONS
105(A) AND 363(B) OF THE BANKRUPTCY CODE
AUTHORIZING PAYMENT OF PREPETITION FRANCHISE TAXES**

Upon the motion dated May 8, 2009 (the “Motion”) of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced Chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors” and, together with their non-debtor affiliates, “Lehman”), pursuant to sections 105(a) and 363(b) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), for authorization to pay all prepetition franchise taxes and annual report fees (collectively, the “Franchise Taxes”) including the various state and local authorities (the “Taxing Authorities”) set forth on Exhibit A annexed hereto, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [Docket No. 2837] to (i) the United States Trustee for the Southern District of New

York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors are authorized to pay all prepetition Franchise Taxes, including any penalties and interest thereon, and all Franchise Taxes subsequently determined upon audit to be owed for periods prior to the Commencement Date, to the applicable Taxing Authorities, including any Franchise Taxes not set forth on Exhibit A that the Debtors determine are valid, due, and payable; and it is further

ORDERED that nothing in this Order or the Motion waives or releases the Debtors' right to contest the amount of or basis for any Franchise Taxes allegedly due to any Taxing Authority; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: New York, New York
June 5, 2009

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

DEBTOR NAME	STATE	TAX OR FEE	TAX OR FEE PERIOD	DUE DATE	AMOUNT DUE
Lehman Brothers Commercial Corporation	Illinois	Annual Report Fee	2008	10/1/2008	\$100.00
Lehman Brothers Holdings Inc.	Connecticut	Tax on Capital	2007	10/1/2008	\$15,994.00
Lehman Brothers Commercial Corporation	Indiana	Entity Report Fee	2008	10/31/2008	\$9.00
Lehman Brothers Holdings Inc.	South Dakota	Annual Report Fee	2008	10/31/2008	\$30.00
Lehman Brothers Holdings Inc.	Delaware	Third Quarter Estimated Tax	2008	12/1/2008	\$34,510.00
Lehman Brothers Holdings Inc.	Vermont	Annual Report Fee	2008	2/15/2009	\$150.00
Lehman Brothers Commercial Corporation	Delaware	Annual Franchise Tax	2008	3/1/2009	\$100.00
Lehman Brothers Commodity Services Inc.	Delaware	Annual Franchise Tax	2008	3/1/2009	\$100.00
Lehman Brothers Derivative Products Inc.	Delaware	Annual Franchise Tax	2008	3/1/2009	\$100.00
Lehman Brothers Financial Products Inc.	Delaware	Annual Franchise Tax	2008	3/1/2009	\$100.00
Lehman Brothers OTC Derivatives Inc.	Delaware	Annual Franchise Tax	2008	3/1/2009	\$100.00
Lehman Brothers Special Financing Inc.	Delaware	Annual Franchise Tax	2008	3/1/2009	\$100.00
Structured Asset Securities Corp.	Delaware	Annual Franchise Tax	2008	3/1/2009	\$100.00
Lehman Brothers Holdings Inc.	Connecticut	Tax on Capital	2008	4/1/2009	\$16,000.00
BNC Mortgage LLC	Delaware	Annual LLC/LP Tax	2008	6/1/2009	\$250.00
CES Aviation IX LLC	Delaware	Annual LLC/LP Tax	2008	6/1/2009	\$250.00
CES Aviation LLC	Delaware	Annual LLC/LP Tax	2008	6/1/2009	\$250.00
CES Aviation V LLC	Delaware	Annual LLC/LP Tax	2008	6/1/2009	\$250.00
LB 745 LLC	Delaware	Annual LLC/LP Tax	2008	6/1/2009	\$250.00
LB Rose Ranch LLC	Delaware	Annual LLC/LP Tax	2008	6/1/2009	\$250.00
PAMI Statler Arms LLC	Delaware	Annual LLC/LP Tax	2008	6/1/2009	\$250.00
TOTAL:					\$69,2430